

P00000002806



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 545870 169526A

AUTHORIZATION :

Patricia Pizito

COST LIMIT : \$ 78.75

ORDER DATE : January 10, 2000

ORDER TIME : 11:44 AM

ORDER NO. : 545870-005

400003092924--0

CUSTOMER NO: 169526A

CUSTOMER: Amy Valiente, Legal Asst
MANGUART & ASSOCIATES, P.A.
MANGUART & ASSOCIATES, P.A.
Main Floor
1428 Brickell Avenue
Miami, FL 33131

DOMESTIC FILING

NAME: METALLICA TECHNOLOGY CORP.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janine Lazzarini

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JAN 10 PM 2:39

RECEIVED
00 JAN 10 PM 12:18
DIVISION OF STATE
TAXATION & CORPORATIONS
TALLAHASSEE, FL 32304

ARTICLES OF INCORPORATION
OF
METALLICA TECHNOLOGY CORP.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 JAN 10 PM 2:39

ARTICLE I - NAME AND ADDRESS

The name and mailing address of the Corporation is Metallica Technology Corp. and 15595 N.W. 15th Avenue, Miami, Florida 33169, respectively.

ARTICLE II - DURATION

The Corporation shall have a perpetual existence.

ARTICLE III - PURPOSE

The purpose of this Corporation is to engage in any activities or business permitted under the Laws of the United States and Florida.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 1,000 shares of common stock having a one dollar (\$1.00) par value per share.

ARTICLE V - INITIAL REGISTERED
OFFICE AND AGENT

The initial registered office of this Corporation shall be 1428 Brickell Avenue, Main Floor, Miami, Florida 33131, and the initial registered agent of this Corporation at such office shall be Julio E. Manguart, who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes as amended from time to time, with respect to keeping an office open for service of process, and with the provisions of Section 607.0505, Florida Statutes, as amended from time to time, with respect to his duties as registered agent.

ARTICLE VI- INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of three members. The number of directors may be increased or decreased from time to time by vote of the stockholders, but in no case shall the number of directors be less than three nor more than five. The names and addresses of the directors constituting the initial Board of Directors are:

<u>Name</u>	<u>Address</u>
Guido Zecchini	15595 N.W. 15 th Avenue Miami, FL 33169
Sandra Zecchini	15595 N.W. 15 th Avenue Miami, FL 33169
Julio E. Manguart	1428 Brickell Avenue Main Floor Miami, FL 33131

ARTICLE VII - INCORPORATOR

The name and street address of the person signing these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
Julio E. Manguart	1428 Brickell Avenue Main Floor Miami, Florida 33131



 Incorporator

STATE OF FLORIDA)
) SS:
 COUNTY OF DADE)

The foregoing Articles of Incorporation of Metallica Technology Corp. were acknowledged before me this 7th day of December, 1999, by Julio E. Manguart, as Incorporator, who produced his Florida driver's license as identification, but did not take an oath.



 Notary Public

My commission expires :



ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Metallica Technology Corp. at the place designated in the Articles of Incorporation, Julio E. Manguart agrees to comply with the provisions of Section 48.091 relative to keeping open such office, and states that he is familiar with, and accepts, the obligations provided for in Section 607.0505.

Date: _____

1/7/00

Julio E. Manguart
Julio E. Manguart

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JAN 10 PM 2:39